

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

T. ROWE PRICE TAX-FREE HIGH YIELD
FUND, INC., SMITH BARNEY INCOME
FUNDS/SMITH BARNEY MUNICIPAL
HIGH INCOME FUND, DRYDEN
NATIONAL MUNICIPALS FUND, INC.,
LOIS AND JOHN MOORE and ACA
FINANCIAL GUARANTY
CORPORATION

Plaintiffs,

v.

KAREN M. SUGHRUE, GARRY L.
CRAGO, JEAN W. CHILDS, PAULA
EDWARDS COCHRAN, G. STEVENS
DAVIS, JR., JULIA B. DEMOSS, WILLIAM
R. DILL, LESLIE A. FERLAZZO, JOYCE
SHAFFER FLEMING, ERIC W. HAYDEN,
CATHERINE CHAPIN KOBACKER,
ANNE MARCUS, CELESTE REID,
RICHARD J. SHEEHAN, JR., JOSEPH
SHORT, GREGORY E. THOMAS, SUSAN
K. TURBEN, DONALD W. KISZKA and
ADVEST, INC.,

Defendants.

Civil Action No. 04-11667 RGS
Consolidated into
Civil Action No. 05-10176-RGS*

**PLAINTIFFS MOTION TO STRIKE IN SUPPORT OF THEIR OPPOSITION TO
DEFENDANTS MOTIONS TO DISMISS**

TheThe Institutional Bondholders, the MooresThe Institutional Bondholders, the Moores and ACA move
M.M. Sughrue,M. Sughrue, Exhibit 4 to the Memorandum in Support Of Bradford Defendants MotionM. Sughrue
andand Paragraph 11 and Paragraph 11 of theand Paragraph 11 of the Bradford Defendants Motion To Dismiss the
asas Argument I.A.4 oftheir memorandum in supportas Argument I.A.4 oftheir memorandum in support of said n

Each Potential Defendant hereby agrees and acknowledges that it shall not plead or raise and is estopped from pleading or raising the same during the Tolling Period as part of its Limitations Period with respect to any Claim.

5. Argument I.A.4 violates the Bradford Defendants' agreement not to plead or raise any statute of limitation or statute of repose against the Plaintiff. The specific performance of the agreement the Bradford Defendants have breached, which is best accomplished by striking the offending argument.

Wherefore, for the reasons set forth above, this Court should strike:

1. the Affidavit of Karen M. Sughrue;
2. Exhibit 4 to the Memorandum in Support Of Bradford Defendants' Motion To Dismiss; and
3. Paragraph 11 and of the Bradford Defendants' Motion To Dismiss, Complaint and Argument I.A.4 of the memorandum in support of said motion.

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INC., INC., SMITH INC., SMITH BARNEY INCOME INC., SMITH
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LOIS LOIS and JOHN LOIS and JOHN MOOR LOIS and JOHN
GUARANTY CORPORATION

By their attorneys,

/s/ Michael Tabb

Thomas Hoffman, Esq. BBO # 237320

Thomas Greene, Esq. BBO # 210020

Michael Tabb, Esq. BBO # 491310

Greene & Hoffman, P.C.

125 Summer Street, 14th Floor

Boston, Massachusetts 02110

(617) 261-0040

Dated: May 2, 2005

CERTIFICATE OF CONFERENCE

Pursuant to Local Rule 7.1(a)(2), I, Michael Tabb, counsel for the Plaintiffs, certify that I have conferred with the Bradford Defendants' counsel in good faith to resolve or narrow the issues presented by the Plaintiffs' Motion to Strike in Support of their Opposition to Defendants' Motions to Dismiss.

/s/ Michael Tabb

Michael Tabb